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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
DELPHI CORPORATION, et al., : Chapter 11  
: Case No. 05-44481 [RDD]  
Debtors. : Jointly Administered  
:-----x

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 14134  
(SPCP GROUP, L.L.C. AS ASSIGNEE OF KEY PLASTICS LLC)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and SPCP Group, L.L.C. as Assignee of Key Plastics LLC (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14134 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on July 31, 2006, Claimant filed proof of claim number 14134 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$511,656.31, and a reclamation claim on account of a portion of the amount claimed (the "Claim"); and

**WHEREAS**, on July 13, 2007 the Debtors objected to Proof of Claim No. 14134 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection"); and

**WHEREAS**, on August 9, 2007, Claimant filed the Response And Objection of SPCP Group, L.L.C. To Debtors' Nineteenth Omnibus Objection (Docket No. 8967) (the "Response"); and

**WHEREAS**, on December \_\_, 2007, to resolve the Nineteenth Omnibus Claims Objection with respect to the Claim, Delphi, DAS LLC and Claimant entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, Delphi and DAS LLC

acknowledge and agree that the Claim shall be allowed against DAS LLC in the amount of \$165,041.45 as a general unsecured non-priority claim; and

**WHEREAS**, Delphi and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$165,041.45 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Response is hereby deemed withdrawn.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimant has filed or owns against the Debtors and relates solely to those matters arising out of or related to the Claim.

Dated: New York, New York  
December 31, 2007

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger  
NEIL BERGER (NB-3599)  
A Member of the Firm

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[signatures concluded on following page]

Dated: New York, New York  
December 31, 2007

SPCP GROUP L.L.C.  
By its Counsel,  
DREIER LLP  
By: ANTHONY B. STUMBO

/s/ Anthony B. Stumbo  
PAUL TRAUB (PT 3752)  
MAURA I. RUSSELL (MR 1178)  
ANTHONY B. STUMBO (AS 9374)  
499 Park Ave., 14<sup>th</sup> Floor  
New York, New York 10022  
(212) 328-6100

Accepted and agreed to by:

**Key Plastics LLC**

By: /s/ R. E. Carlile  
Name: R.E. Carlile  
Title: V.P.-CFO-NA  
Dated: December \_\_, 2007

**SO ORDERED**

This 11th day of January, 2008  
in New York, New York

\_\_\_\_\_  
/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE